

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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<i>In re:</i>	:	
	:	Case No. 03-16113 (PCB)
IMPATH Inc., et al.,	:	Chapter 11
	:	
Debtors.	:	
	:	(Jointly Administered)
-----X	:	

**AFFIDAVIT OF KENNETH L. ALTMAN CERTIFYING THE BALLOTS
ACCEPTING OR REJECTING THE DEBTORS' THIRD AMENDED JOINT
PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

Kenneth L. Altman, being duly sworn, deposes and says:

1. I am President of The Altman Group, Inc. (the "Altman Group"), the claims, noticing, and balloting agent (the "Ballot Agent") designated by IMPATH Inc., et al. (the "Debtors"), to assist with the tabulation of votes submitted to accept or reject the Debtors' Third Amended Joint Plan of Liquidation under Chapter 11 of the Bankruptcy Code (the "Plan"). I submit this affidavit to certify the tabulation of valid votes with respect to the Plan. Except as otherwise stated in this affidavit, I have personal knowledge of the facts set forth herein and if called as a witness could and would testify competently thereto.

2. I participated in and supervised the tabulation and certification process undertaken by the Altman Group's personnel.

3. Except for services rendered to the Debtors as the Ballot Agent, the Altman Group has no relationship or affiliation with the Debtors.

4. The Altman Group has considerable experience in tabulating the ballots of creditors and interest holders with respect to similar plans of reorganization.

5. Pursuant to the Order (i) Approving Disclosure Statement; (ii) Fixing a Record Date For Receipt of Notice of the Confirmation Hearing; (iii) Approving the Notice and Objection Procedures in Respect of Confirmation of the Plan; (iv) Approving Solicitation Packages and Procedures for Distribution Thereof; and (v) Approving the Forms of Ballots And Establishment of Procedures for Voting on the Plan (the "Disclosure Statement Order"), the Altman Group was instructed to solicit votes from the holders of claims and equity interests entitled to vote as of January 19, 2005 (the "Record Date") in the following classes (collectively, the "Voting Classes"):

- Class 1 (Priority Non-Tax Claims);
- Class 2 (Other Secured Claims);
- Class 4 (General Unsecured Claims);
- Class 5 (Equity Interests); and
- Class 6 (Securities Litigation Claims).

Each holder of a claim or equity interest in the Voting Classes that was entitled to vote as of the Record Date was mailed a Solicitation Package (as such term is defined in the Disclosure Statement Order) and received an appropriate form of ballot for such class.

See Affidavit of Mailing of Kenneth L. Altman of The Altman Group, sworn to on February 17, 2005 and filed with Court on February 22, 2005 [Docket No. 1276].

6. Pursuant to the Disclosure Statement Order, all completed ballots were required to be delivered to the Altman Group, 60 East 42nd Street, Suite 405, New York, New York 10165, which address was printed on the ballots, by (i) first-class mail, (ii) overnight courier, or (iii) personal delivery, so as to be received by the Altman Group no later than 5:00 p.m. (prevailing Eastern Time) on March 8, 2005 (the "Voting Deadline"), except as otherwise ordered by the Court or extended by the Debtors.

7. The Altman Group was instructed by the Debtors to tabulate the ballots submitted by the Voting Classes in accordance with the procedures set forth in the Disclosure Statement Order.

8. The information used by The Altman Group in determining the identity of the creditors and interest holders in the Voting Classes and the amount of the allowed claim for such claimants for voting purposes was taken from information provided to the Altman Group by the Debtors, Counsel to the Debtors, The Depository Trust Company, American Stock Transfer, Inc., and from the register of claims maintained by the Altman Group as claims agent to the Debtors.

9. Ballots returned by mail, hand delivery or overnight courier were received by Altman Group personnel at the offices of The Altman Group in New York City. All ballots received by the Altman Group were date-stamped and processed before the submission of this affidavit.

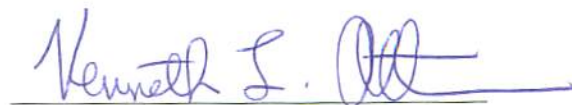
10. In order for a ballot to be counted as valid, the ballot had to meet the following criteria: (a) the ballot must have been properly completed and executed by the holder of a claim or interest or the authorized representative of such holder; (b)

the ballot must have been in the possession of the Altman Group by the Voting Deadline; (c) the ballot must not have been submitted by fax or e-mail; and (d) the ballot must have complied with the voting instructions attached to each of the ballots.

11. I hereby certify that the results of the voting are as set forth in **Exhibit A** attached hereto, which is a true and correct summary of the final tabulation of votes cast on timely and properly completed ballots received by the Altman Group. Exhibit A does not reflect any ballots that were not timely received or otherwise failed to conform with the requirements set forth in the voting instructions and procedures set forth in the ballots and the Disclosure Statement Order.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 10, 2005
New York, New York



Kenneth L. Altman

STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

SUBSCRIBED AND SWORN TO BEFORE ME on this the 10 day
of March, 2005, to certify which, witness my hand and seal of office.


Notary Public in and for the State of New York

STEVEN B. HOROWITZ
Notary Public, State of New York
No. 02HO6073271
Name: _____
Qualified in New York County
Commission Expires April 22, 2006
(Print)

Exhibit "A"

	Amount ACCEPT	Amount REJECT	# ACCEPT	# REJECT	% Amount ACCEPT	% Amount REJECT	% # ACCEPT	% # REJECT
CLASS 1¹	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
CLASS 2	\$400,000.00	\$0.00	1	0	100.000%	0.000%	100.000%	0.000%
CLASS 4	\$453,151.30	\$0.00	13	0	100.000%	0.000%	100.000%	0.000%
CLASS 5	7,482,242 shares	2,367,889 shares	N/A	N/A	75.961%	24.039%	N/A	N/A
CLASS 6	Class 6 Allocation	0	1	N/A	100.000%	0.000%	N/A	N/A

¹ There were no holders of Priority Non-Tax Claims in Class 1 to vote on the Plan.